

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

J. MICHAEL CHARLES; MAURICE W.)	C. A. NO. 05-702 (SLR)
WARD, JR.; and JOSEPH I. FINK, JR., on)	(Lead Case)
behalf of themselves and all others similarly)	
situated,)	
)	
Plaintiffs,)	
)	
v.)	
)	
PEPCO HOLDINGS, INC; CONECTIV, and)	
PEPCO HOLDINGS RETIREMENT PLAN,)	
)	
Defendants.)	

**DECLARATION OF A. ZACHARY NAYLOR
IN SUPPORT OF PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

A. Zachary Naylor declares under penalty of perjury as follows:

1. I am an attorney-at-law duly admitted in the State of Delaware and a member of the bar of this Court. I submit this declaration, upon personal knowledge, in support of Plaintiffs' Motion for Class Certification.
2. Attached hereto as Exhibit 1 is a true and correct copy of a document produced by the defendants in this action.
3. Attached hereto as Exhibit 2 is a true and correct copy of a document produced by the defendants in this action.
4. Attached hereto as Exhibit 3 is a true and correct copy of a document produced by the defendants in this action.
5. Attached hereto as Exhibit 4 is a true and correct copy of the complaint in *Troup v. Pepco Holdings, Inc.*, No. 06-00010(SLR).

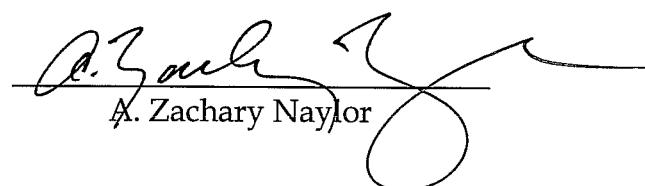
6. Attached hereto as Exhibit 5 is a true and correct copy of a document produced by plaintiff J. Michael Charles in this action.

7. Attached hereto as Exhibit 6 is the Declaration of James R. Malone, Jr., who is appearing *pro hac vice* on behalf of the plaintiffs.

8. Attached hereto as Exhibit 7 is a biography of Chimicles & Tikellis LLP, which provides the Court with background on the attorneys representing the plaintiffs in this action.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11th day of January 2007 at Wilmington, Delaware.



A. Zachary Naylor